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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: Chapter 11
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors. :
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**ORDER AUTHORIZING THE EXAMINATION OF, AND DIRECTING
BARCLAYS BANK PLC, TO PRODUCE DOCUMENTS PURSUANT TO
RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Delphi Corporation ("Delphi"), and the other Debtors and Debtors in Possession in the above-captioned cases (together, the "Debtors"), by their conflicts counsel, Togut, Segal & Segal LLP, having filed a motion (the "Motion") for an Order (i) authorizing the examination of Barclays Bank PLC ("Barclays") pertaining to Barclays' assertion of a right to setoff regarding its payment obligations to Delphi, pursuant to a certain Master Agreement; and (ii) directing Barclays' production of any and all documents in its possession or control pertaining to such assertion, all as more particularly described in the Schedule attached hereto as Exhibit "1" (collectively, the "Documents"), and the relief requested appearing reasonable and proper; and good

and sufficient notice of the Application having been given; and sufficient cause appearing; and no further notice being required, it is

ORDERED, that the Motion be, and it hereby is, granted to the extent set forth below; and it is further

ORDERED, that Delphi shall serve a copy of this Order and the Application, with exhibits, upon Barclays, by its counsel of record, by regular mail and by Federal Express not later than two business days after the date of entry of this Order; and it is further

ORDERED, that pursuant to Rule 2004(a) of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), Barclays be, and hereby is, directed to turn over all of the Documents to Delphi within ten business days after the date of Delphi's service of a copy of this Order upon Barclays; and it is further

ORDERED, that Barclays, be and it hereby is, directed to appear for oral examination under oath at the offices of Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119, on such date and time as may be designated by Delphi in writing not less than ten (10) days prior to such examination and at any adjournments thereof; and it is further

ORDERED, that compliance with this Order may be compelled by the issuance and service of one or more subpoena by Delphi pursuant to Federal Rule of Civil Procedure 45 and Bankruptcy Rules 2004(c) and 9016; and

ORDERED, that this Order is without prejudice to Delphi's right to seek the turnover of the Documents or any other document and information from any party other than Barclays.

DATED: New York, New York
June , 2006

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE